

RESOLUTION NO. 20-20

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE AND SALE OF TAX-EXEMPT AND/OR TAXABLE REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$100,000,000 TO PROVIDE FINANCIAL ASSISTANCE FOR AN ELIGIBLE PROJECT FOR THE BENEFIT OF WFCS HOLDINGS II, LLC, A MINNESOTA LIMITED LIABILITY COMPANY, IN ONE OR MORE SERIES, PROVIDING THE TERMS AND CONDITIONS FOR SAID TAX-EXEMPT AND/OR TAXABLE REVENUE BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS ASSOCIATED THEREWITH

WHEREAS, the California Infrastructure and Economic Development Bank (“IBank”) is duly organized and existing pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 and following) as now in effect and as it may be amended or supplemented (the “Act”); and

WHEREAS, IBank is authorized under provisions of the Act to, among other things, issue tax-exempt and/or taxable revenue bonds to provide financing and refinancing for eligible projects located in the State of California; and

WHEREAS, WFCS Holdings II, LLC, a Minnesota limited liability company (the “Company”), has submitted an application (the “Application”) to IBank for assistance to (a) finance the acquisition of public charter school facilities located in California, (b) finance improvements to certain of those facilities, (c) fund a debt service reserve fund, and (d) pay certain costs of issuance in connection with the issuance of the Bonds (defined below) (collectively, the “Project”); and

WHEREAS, for those purposes, the Company has requested that IBank (a) authorize the issuance and delivery at one or more times of one or more of the following series of its tax-exempt and/or taxable revenue bonds (the “Bonds”), to be sold in a limited offering to qualified institutional buyers within the meaning of SEC Rule 144A, and entitled the California Infrastructure and Economic Development Bank Senior Revenue Bonds, Series 2020A-1 (WFCS Portfolio Projects), the California Infrastructure and Economic Development Bank Senior Revenue Bonds, Series 2020A-2 (WFCS Portfolio Projects) (Taxable), the California Infrastructure and Economic Development Bank Subordinate Revenue Bonds, Series 2020B (WFCS Portfolio Projects), and the California Infrastructure and Economic Development Bank Junior Revenue Bonds, Series 2020C (WFCS Portfolio Projects), or such other name or names and with such series designations as may be necessary or desirable to conform to the terms of such bonds to be issued, pursuant to the Bond Indenture (defined below) and the terms set forth in **Exhibit 1** hereto (the “Term Sheet”), (b) loan the proceeds of the Bonds to the Company pursuant to one or more loan agreements to finance and refinance the costs of the Project (the “Company Loan”), (c) provide for the payment of the principal of, premium, if any, and interest on the Bonds with revenues derived solely from the Company’s payment of the Company Loan;

and (d) take and authorize certain other actions in connection with the foregoing (collectively, the “Transaction”); and

WHEREAS, consistent with IBank’s policies, the requirement for credit rating by rating agencies may be waived by IBank for IBank bonds (such as the Bonds) that are sold in a limited offering directly to investors that are qualified institutional buyers within the meaning of S.E.C. Rule 144A, provided that IBank’s conditions for such transaction are met; and

WHEREAS, because the Transaction provides for the Bonds to be placed directly with qualified institutional buyers in minimum denominations of \$100,000, in accordance with IBank policy requirements, the Transaction will not be rated by any rating agency; and

WHEREAS, IBank staff have reviewed the Company’s Application and drafts of certain of the documents proposed to be entered into in connection with the Transaction, including the Bond Indenture, the Loan Agreement, one or more Bond Purchase Agreements, and one or more Preliminary Official Statements (collectively, the “Transaction Documents”); and

WHEREAS, there are on file with the Secretary of the IBank Board of Directors proposed forms of the Transaction Documents; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank (the “Board”), as follows:

Section 1. The above recitals are true and correct.

Section 2. IBank authorizes and approves the issuance, execution, sale and delivery of the Bonds pursuant to the Bond Indenture, on terms set forth on the Term Sheet and lending the proceeds of the Bonds to the Company in order to finance and refinance the costs of the Project pursuant to terms and provisions as approved by this resolution (the “Resolution”).

Section 3. In accordance with IBank’s policies on limited offering, direct purchase and private placement to investors that are qualified institutional buyers within the meaning of S.E.C. Rule 144A, IBank hereby waives the requirement for a credit rating in connection with the Transaction.

Section 4. The Executive Director, the Chief Deputy Executive Director, or the Executive Director’s assignees, each acting alone (each an “Authorized Representative”), is hereby authorized to execute and deliver the Transaction Documents, substantially in the form on file with the Secretary of the Board and to execute any additional documents substantially similar to the Transaction Documents in order to facilitate the sale of the Bonds at different times, all with such insertions, deletions, and changes therein as an Authorized Representative may require or approve to carry out the intent of this Resolution. Any Authorized Representative is also authorized to execute and deliver any and all other agreements, amendments or supplements to the Transaction Documents, certificates and instruments, including, without limitation, a tax regulatory agreement, a no arbitrage certificate, letters of representations and certifications of authority, which they may deem necessary or desirable to consummate the issuance and delivery of the Bonds, assign security provided by the Company with respect to the Company Loan to the Bond Trustee under the Bond Indenture as security for the Bonds, consummate the Transaction,

and otherwise to effectuate the purpose of this Resolution.

Section 5. All actions heretofore taken by the officers and employees of IBank with respect to the approval and issuance of the Bonds are hereby approved, confirmed and ratified. Any Authorized Representative is hereby authorized to take any and all actions and execute and deliver any and all certificates, instruments, or documents which they may deem necessary or desirable in order to (i) consummate the sale, issuance and delivery of the Bonds and the use of the proceeds of the Bonds to fund the Company Loan; (ii) effect the financing and refinancing of the Project; (iii) facilitate the Transaction; (iv) execute and deliver the Transaction Documents; and (v) otherwise effectuate the purposes of this Resolution.

Section 6. Unless extended by IBank, the Board's approval of the Transaction is conditioned upon its closing within one hundred eighty (180) days from the date of the adoption of this Resolution. For the avoidance of doubt, if the Bonds are issued at multiple times, the closing for the last issuance must occur within one hundred eighty (180) days from the adoption of this Resolution.

Section 7. This Resolution shall take effect immediately upon its passage.

PASSED, APPROVED, AND ADOPTED at a meeting of the Board of Directors of the California Infrastructure and Economic Development Bank on October 28, 2020, by the following vote:

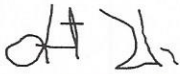
AYES: Dombrowski, Ma, Miller, Jimenez, Steinorth

NOES:

ABSENT:

ABSTAIN:


By



Scott Wu, Executive Director

Attest:

By



Stefan R. Spich,
Secretary of the Board of Directors

EXHIBIT 1

IBank Term Sheet WFCS Holdings II, LLC Date: October 28, 2020

Bond Par Amount:	Not to exceed \$100,000,000; in one or more tax-exempt series and/or taxable series
Type of Offering:	Limited Offering to qualified institutional buyers
Underwriter:	Citigroup Global Markets Inc.
Expected Credit Rating:	N/A
Interest Rate*:	Coupon rates expected to range between 4% and 8%, depending on maturity and lien position, under no circumstances will rate exceed 12%
Maturity*:	January 1, 2061
Collateral:	The Company Loan will be secured by up to three separate Obligations issued pursuant to up to three separate Supplemental Master Indentures among the Company, as Borrower, Wonderful Foundations, as Borrower Representative, and Wilmington Trust, National Association, as Master Trustee.
Expected Closing Date*:	December 22, 2020
Conduit Transaction:	The Bonds are special, limited obligations payable solely from payments made by the Company under the Transaction Documents, and IBank shall not be directly or indirectly or contingently or morally obligated to use any other moneys or assets of IBank for all or any portion of payment to be made pursuant to the Bonds.

* Please note that the Interest Rate, Maturity and Expected Closing Date are subject to change.